

Exhibit B
New York Department of Financial Services
Independent Consultant Practices for Department Engagements

- When a firm is engaged by a financial institution (“Financial Institution”) as an independent consultant (a “Consultant”) pursuant to a Written Agreement, Consent Order or other type of regulatory agreement (“Consent Order”) with the New York Department of Financial Services (“DFS”), the Consultant, the Financial Institution and DFS will adhere to the practices set forth below in order to provide DFS with better transparency regarding the work performed by the Consultant during the course of an engagement.
- The process by which DFS determines whether a Consultant engaged by a Financial Institution pursuant to a Consent Order is acceptable to DFS shall include disclosure by the Financial Institution and the Consultant of all prior work by the Consultant (not including non-U.S. member firms or non-U.S. affiliates) for the Financial Institution in the previous 3 years, subject to privilege and confidentiality constraints.
 - DFS shall directly contact the Consultant and the Financial Institution if it believes that any of the prior work may impair the Consultant’s independence with respect to the services to be provided pursuant to the Consent Order.
 - Resolution of the issue shall be discussed among the parties prior to a final determination by DFS.
- The engagement letter between the Consultant and the Financial Institution shall require that although the Consultant may take into account the expressed views of the Financial Institution, the ultimate conclusions and judgments will be that of the Consultant based upon the exercise of its own independent judgment.
- The Consultant and the Financial Institution shall submit a work plan to DFS setting forth the proposed procedures to be followed during the course of the engagement and the proposed time line for the completion of the work.
 - The work plan submitted to DFS by the Financial Institution and the Consultant shall, among other components, confirm the location(s) from which the transaction and account data planned to be reviewed during the engagement will be obtained, as applicable.
 - Any material modifications or additions to the work plan shall be submitted to DFS for approval prior to commencement of the modified or additional work.

- DFS and the Consultant will maintain an open line of communication during the course of the engagement.
 - DFS will identify key personnel at DFS with whom the Consultant will have ongoing contact. The Consultant shall do the same. The Consultant will notify DFS and the Financial Institution in writing should there be a need to make a change in the identity of any key personnel at the Consultant.
 - The Financial Institution will consent that contacts between the Consultant and DFS may occur outside of the presence of the Financial Institution, during which information can be shared, including information regarding difficult or contentious judgments made in the course of the engagement. Such meetings shall take place on a monthly basis unless otherwise agreed among the parties.

- Should a disagreement about a material matter relating to the engagement arise between the Consultant and the Financial Institution during the course of an engagement relating to the work plan, a particular finding by the Consultant, the scope of the review, interpretation of the engagement letter, or the inclusion or exclusion of information from the final report, and the disagreement cannot be resolved through discussions between the Consultant and the Financial Institution, such disagreement shall be brought to the attention of DFS. Such a procedure should be memorialized in the Consent Order.

- The Consultant and Financial Institution shall maintain records of recommendations to the Financial Institution relating to Suspicious Activity Report filings that the Financial Institution did not adopt, and provide such records to DFS at DFS's request. The Financial Institution should consent to provision of such records to DFS in the engagement letter governing the project or such a requirement should be memorialized in the Consent Order.

- The Consent Order shall require that a final report be issued by the Consultant in an engagement. The Consultant may share drafts of the final report with the Financial Institution prior to submission. The Financial Institution shall be required by the Consent Order to disclose to the Consultant who within the Financial Institution has reviewed or commented on drafts of the findings, conclusions and recommendations to be included in the final report. The final report shall contain a listing of all of the personnel from the Financial Institution made known to the Consultant who substantively reviewed or commented on drafts of the findings, conclusions and recommendations to be included in the final report.

- The Consultant shall have in place policies and procedures designed specifically to maintain the confidentiality of bank supervisory material, which would provide, among other things, that such material would not be shared with anyone

who was not authorized by law or regulation to receive such material.

- The Consultant shall develop a comprehensive training program regarding the requirements of New York Banking Law § 36(10) governing confidential supervisory information, and shall provide such training to all of its partners, principals and employees assigned to engagements in which it is expected that the Consultant will have access to materials covered by New York Banking Law § 36(10).
- PwC RAS shall draft, in consultation with DFS, a handbook providing guidance as to what materials are covered by New York Banking Law § 36(10) governing confidential supervisory information and how such materials should be handled. DFS shall approve the final version of the handbook. The Consultant shall circulate copies of the handbook to its personnel assigned to engagements in which it is expected that the Consultant will have access to materials covered by New York Banking Law § 36(10).